

**COMMUNICATIONS ADVISORY COUNSEL LLC**  
5151 Wisconsin Avenue N.W.  
Suite 311  
Washington, D.C. 20016

Tel. 202-333-5273  
Fax 202-318.3213

**Sylvia Lesse**  
[sylvia@Independent-Tel.com](mailto:sylvia@Independent-Tel.com)

**REDACTED - FOR PUBLIC INSPECTION**

October 16, 2015

*Via ECFS and Hand Delivery*

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW  
Washington, DC 20554

Re: Application of New Cingular Wireless PCS, LLC and NEP Cellcorp, Inc.  
for Consent to Assign Licenses (WT Docket No. 15-221)

Dear Madam Secretary:

NEP Cellcorp, Inc. ("NEP"), by counsel, submits the attached Response to the October 2, 2015 General Information Request ("Information Request") from the Federal Communications Commission in the referenced docket.<sup>1</sup> This information is provided to assist the Commission in its determination that the proposed transaction serves the public interest.

The Information Request seeks certain information that is sensitive, consisting of commercial, competitive and financial material that NEP holds in strict confidence and does not reveal to any element of the public. Accordingly, NEP submits this information to the Commission on a Confidential or Highly Confidential basis, as appropriate, under the Protective Order issued in this proceeding.<sup>2</sup> To the extent that an inadvertent oversight has led to the submission of material subject to any privilege, this production does not constitute a waiver of any privilege, and NEP expressly reserves all rights attendant to such privilege.

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<sup>1</sup> Letter from Roger C. Sherman, Chief, Wireless Telecommunications Bureau to Steven D. Tourje, NEP Cellcorp, Inc., WT Docket No. 15-221 (October 2, 2015).

<sup>2</sup> *Application of New Cingular Wireless PCS, LLC and NEP Cellcorp, Inc. for Consent to Assign Licenses*, Protective Order, WT Docket No. 15-221, DA 15-1119, (rel. Oct. 2, 2015).

**REDACTED - FOR PUBLIC INSPECTION**

Ms. Dortch  
October 16, 2015  
Page Two

Pursuant to the procedures established in the Protective Order and the Information Request, one copy of the Response containing Confidential and Highly Confidential Information and bearing the legend "HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO.15-221 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION -ADDITIONAL COPYING RESTRICTED," delineating Highly Confidential, Confidential and non-restricted information, is being filed with the Office of the Secretary. Two copies of the unredacted Response are also being delivered to Scott Patrick of the Wireless Telecommunications Bureau's Mobility Division.

In addition, a copy of the Response in redacted form marked "REDACTED - FOR PUBLIC INSPECTION" and clearly delineating Confidential and Highly Confidential Information is being filed electronically via the Commission's Electronic Comment Filing System ("ECFS"), with courtesy copies delivered via email to Scott Patrick, Kate Matraives of the Wireless Bureau's Competition and Infrastructure Policy Division, and Jim Bird of the Office of General Counsel. Two copies of the redacted Response are also being filed with the Office of the Secretary.

Please refer any questions to the undersigned.

Respectfully submitted,

  
Sylvia Lesse

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554

In the Matter of	)	
	)	
Application of New Cingular Wireless PCS, LLC	)	WT Docket No. 15-221
and NEP Cellcorp, Inc.	)	
	)	
For Consent to Assign Licenses	)	

**RESPONSE OF NEP CELLCORP, INC. TO  
GENERAL INFORMATION REQUEST DATED OCTOBER 2, 2015**

NEP Cellcorp, Inc. ("NEP"), by counsel, submits the attached Response to the October 2, 2015 General Information Request ("Information Request") from the Federal Communications Commission in the referenced docket.<sup>1</sup> This information is provided to assist the Commission in its determination that the proposed transaction serves the public interest.

Pursuant to the Protective Order issued in this proceeding,<sup>2</sup> NEP submits this information to the Commission on a Confidential or Highly Confidential basis, as appropriate. Public, redacted versions are marked, "REDACTED - FOR PUBLIC INSPECTION," and are being filed electronically via the Commission's Electronic

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<sup>1</sup> Letter from Roger C. Sherman, Chief, Wireless Telecommunications Bureau to Steven D. Tourje, NEP Cellcorp, Inc., WT Docket No. 15-221 (October 2, 2015).

<sup>2</sup> *Application of New Cingular Wireless PCS, LLC and NEP Cellcorp, Inc. for Consent to Assign Licenses*, Protective Order, WT Docket No. 15-221, DA 15-1119, (rel. Oct. 2, 2015).

**REDACTED - FOR PUBLIC INSPECTION**

Comment Filing System ("ECFS"). Confidential and Highly Confidential unredacted submissions bear the legend, "HIGHLY CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN WT DOCKET NO. 15-221 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION - ADDITIONAL COPYING RESTRICTED," and are being delivered in accordance with the instructions in the Protective Order.

*[remainder of page intentionally left blank - responses follow]*

**INFORMATION REQUEST NUMBER 1:**

**Explain in detail the decision made by NEP to assign the Lower 700 MHz B Block call sign and the PCS A Block call sign that is the subject of this application to AT&T, including any attempts made to enter into a sale of this spectrum or alternative arrangements with parties other than AT&T.**

**NEP RESPONSE:**

In October 2013, NEP and its parent, The North-Eastern Pennsylvania Telephone Company, initiated a comprehensive internal business review, including

**\*\*\* BEGIN NEP CONFIDENTIAL INFORMATION\*\*\***

**\*\*\*END NEP CONFIDENTIAL**

**INFORMATION\*\*\***

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**NEP RESPONSE TO INFORMATION REQUEST NUMBER 1** *(continued)*:

At the time of the comprehensive review, NEP served approximately **\*\*\*BEGIN NEP  
HIGHLY CONFIDENTIAL INFORMATION\*\*\***

**\*\*\*END NEP HIGHLY CONFIDENTIAL  
INFORMATION\*\*\***

*[Remainder of page intentionally left blank]*

**NEP RESPONSE TO INFORMATION REQUEST NUMBER 1** *(continued)*:

As a result of this review, management developed a set of strategic alternative business plans, which were formally presented to the parent's Board of Directors for preliminary review in December 2014. Over the next two months, as the Board continued its consideration of the proposed alternatives, management also consulted informally with various industry experts and reported their findings to the Board.

After full consideration of various alternatives presented by management, as well as the input of various industry specialists, in March 2014, the Board determined, *inter alia*, to seek a buyer for NEP Cellcorp or its assets, and entered into an agreement with **\*\*\*BEGIN NEP CONFIDENTIAL INFORMATION\*\*\***

**\*\*\*END NEP CONFIDENTIAL INFORMATION\*\*\*** Media Venture Partners ("MVP") in June 2014 to assist NEP in marketing its wireless business. MVP and its principals have served as financial advisors in more than 100 wireless and spectrum transactions.

Upon the completion of due diligence and the development of a Confidential Information Memorandum ("CIM"), in July 2014, MVP actively solicited parties interested in receiving additional information related to the business opportunity described in CIM. **\*\*\*BEGIN NEP CONFIDENTIAL INFORMATION\*\*\***

**NEP RESPONSE TO INFORMATION REQUEST NUMBER 1** *(continued)*:

**\*\*\*END NEP**

**CONFIDENTIAL INFORMATION\*\*\***

*[Remainder of page intentionally left blank]*



**INFORMATION REQUEST NUMBER 2:**

**On page 6 of the Public Interest Statement, the Applicants state that NEP intends to exit the mobile wireless marketplace. Provide further detailed description of how NEP intends to transition its subscribers, including (a) the timeframe by which subscribers will be notified of NEP's intent to exit the marketplace; (b) the method(s) that will be used to provide notification to subscribers; and (c) the specific information that will be provided to pre-paid and/or post-paid subscribers regarding how to discontinue service.**

**NEP RESPONSE:**

NEP has provided notice to its subscribers<sup>3</sup> of its intent to exit the retail wireless service market as of September 22, 2015. The network remains operational and roaming services are provided.

On June 8, 2015, NEP mailed to each subscriber's billing address a letter notifying him or her of NEP's decision to exit the retail wireless business by September 22, 2015 (copy attached as Exhibit 1). Also on June 8, 2015, NEP sent a press release (copy attached as Exhibit 2) to the Forest City News, who published the release. In addition, the Carbondale News ran a cover story related to the transition on June 26, 2015.

During this 100+ day time frame, NEP also sent three (free) text messages to all subscribers of record (on each of July 6, August 24 and September 11) reminding subscribers that service was ending as of September 22 and encouraging customers to contact NEP for options (or AT&T, see response to Question 3 below). In

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<sup>3</sup> NEP has provided service to subscribers only on a post-paid basis.

**NEP RESPONSE TO INFORMATION REQUEST NUMBER 2** *(continued)*:

addition, a message was included on the September 1, 2015 billing reminding customers that service would end on September 22, 2015.

As a practical matter, service to the small number of remaining customers

**\*\*\*BEGIN NEP CONFIDENTIAL INFORMATION\*\*\*      \*\*\*END NEP**

**CONFIDENTIAL INFORMATION\*\*\*** will continue through October 22, 2015, and each customer will be called to encourage timely transition to another service provider.

*[Remainder of page intentionally left blank]*

**INFORMATION REQUEST NUMBER 3:**

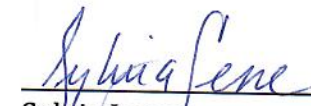
**On page 6 of the Public Interest Statement, the Applicants state that under certain conditions, AT&T will compensate NEP for subscribers that opt to transition to AT&T's network. Provide a detailed explanation of the circumstances under which AT&T will compensate NEP for subscribers that transition to AT&T's network.**

**NEP RESPONSE:**

As noted in response to Question 2 above, subscribers were informed that AT&T is offering a special promotion for NEP Wireless customers that converted to AT&T service before September 22, 2015. Pursuant to a confidential agreement with AT&T, **\*\*\*BEGIN NEP HIGHLY CONFIDENTIAL INFORMATION\*\*\***

**\*\*\*END NEP HIGHLY CONFIDENTIAL  
INFORMATION\*\*\***

Respectfully submitted,

  
Sylvia Lesse

Communications Advisory Counsel, LLC  
5151 Wisconsin Ave. NW  
Suite 311  
Washington, DC 20016  
(202) 333-5271

October 16, 2015

June 8, 2015

Dear NEP Wireless Customer,

On behalf of NEP Wireless, I want to thank you for being a loyal customer and providing us with the opportunity to serve you. This letter is being sent to inform you of a very important event that will affect your NEP Wireless account and services.

**NEP Wireless has decided to exit the retail wireless business. As a result, of that decision, NEP Wireless and AT&T Mobility ("AT&T") have entered into an agreement whereby AT&T will purchase certain NEP Wireless spectrum assets, pending FCC approval, a process that likely will take several months.**

**Because NEP Wireless will be turning off service on September 22, 2015, this letter is provided to inform you of your options for continuing to receive wireless service. We want to help you transition to another wireless carrier as smoothly as possible.**

**What does this mean to you as a NEP Wireless customer?**

NEP Wireless will continue to be your wireless service provider during a transition period commencing as of the date of this letter. NEP Wireless service will terminate effective September 22, 2015. During this transition period, NEP Wireless will not upgrade plans, sell wireless telephones, renew contracts or offer and connect new service. NEP Wireless will continue to provide service under your current plan, and provide customer support in the event of a network, device, or other account problem.

**What do you have to do?**

NEP Wireless customers are strongly encouraged to evaluate alternative wireless carriers, analyze their coverage area and plan offerings, and make an informed choice as to which wireless carrier best suits your needs. Once a choice is made, you can keep your present wireless telephone number and port the number to the wireless carrier you select. Since AT&T will be purchasing NEP Wireless' spectrum and leasing certain network assets, it will be in a position to provide a similar coverage area as to NEP Wireless' existing coverage area. As described below, AT&T will also offer you an attractive promotion to transfer service to it in Pennsylvania.

**When do I have to act?**

This letter is our initial communication to our wireless customers notifying you of your need to act. Throughout the transition period, you should evaluate your options; perform your competitive market due diligence and take the necessary steps to convert to a new wireless service provider. NEP Wireless will reach out to those customers that remain on the NEP Wireless network as the transition window expires to reiterate the need to convert and provide additional information regarding the timing of NEP Wireless' service termination.

**Is NEP also ending its landline phone, internet or video services?**

No. NEP has been in business for 115 years and will continue to provide the landline phone, internet and video services you currently enjoy. We thank our loyal customers for their support throughout the years. The only service affected by this transaction will be NEP Wireless' services.

**Will I have to pay an early termination to be released from my NEP Wireless Contract?**

No. All NEP Wireless customers are released from their contractual commitments effective with this correspondence and will incur no Early Termination Fees (ETFs).

**Will I be able to keep my phone?**

Yes. However, you will need to check with the wireless carrier that you select to verify whether the handset will operate on that carrier's network.

**Will I be able to keep my phone number?**

Yes, if you port an active number to a new carrier in Pennsylvania.

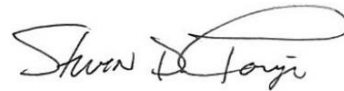
**Is AT&T offering a special promotion for NEP Wireless customers that transition to AT&T service?**

Yes. AT&T will offer a limited promotional rate for NEP Wireless customers that convert to their wireless service before September 22, 2015.<sup>1</sup> **For postpaid NEP customers who convert to AT&T service in Pennsylvania during the transition period, AT&T will offer a bill credit of \$150, and will waive the customer activation fee.**

AT&T will send you further details on AT&T's promotional offerings soon.

If you have any questions or concerns related to this correspondence or the pending wireless transaction between NEP Wireless and AT&T, please call our business office at 1-866-785-3131. We thank you for being a loyal NEP Wireless customer and your attention to this important matter.

Sincerely,



Steven D. Tourje  
President

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<sup>1</sup> Please note that NEP Wireless will be compensated by AT&T for promoting the AT&T offer.



iptv | phone | internet | wireless

720 Main Street, PO Box D, Forest City, PA 18421  
(570)-785-3131  
[www.nep.net](http://www.nep.net)

## NEP Wireless Press Release

June 8, 2015

NEP Wireless has decided to exit the retail wireless business. As a result of that decision, NEP Wireless and AT&T Mobility (“AT&T”) have entered into an agreement whereby AT&T will purchase certain NEP Wireless spectrum assets, pending FCC approval. There is no definitive timeframe for the completion of this spectrum transaction, but it most likely will take several months. In addition to the purchase of the wireless assets, AT&T will lease certain portions of the NEP Wireless network after the closing of the transaction.

NEP Wireless will continue to provide wireless service to its customers during a pre-closing transition period ending September 22, 2015; wireless service will not be affected during that period. Since NEP will cease providing service as of September 22, 2015, NEP Wireless customers are strongly encouraged to evaluate alternative wireless carriers, analyze their coverage area and plan offerings, and make an informed choice as to which wireless carrier best suits their needs.

This transaction will not affect the NEP landline business that has been in operation for 115 years and offers phone, internet and video services in portions of Susquehanna, Wayne and Lackawanna counties.

Media Venture Partners (MVP) served as the exclusive financial advisor to NEP in this transaction. MVP is an investment banking firm serving companies in the technology, communications, media and renewable energy sectors with a comprehensive array of services, including merger and acquisition advisory, debt and equity financing, and restructuring advisory.